EXHIBIT 31

To: Abrams, Robin[Robin.Abrams@pharma.com]; Dolan, James[James.Dolan@pharma.com]; Gasdia, Russell[Russell.Gasdia@pharma.com]; Landau, Dr. Craig[Dr.Craig.Landau@pharma.com]; Long, David[David.Long@pharma.com]; Lundie, David[David.Lundie@pharma.com]; Mahony, Edward[Edward.Mahony@pharma.com]; Mallin, William[William.Mallin@pharma.com]; Silbert, Richard W[Richard.Silbert@pharma.com]; Stewart, John H. (US)[John.H.Stewart@pharma.com]; Stiles, Gary[Gary.Stiles@pharma.com]; Strassburger, Philip[Philip.Strassburger@pharma.com]
Cc: Benning, Paulette[Paulette.Benning@pharma.com]; Taylor, Pamela[Pamela.Taylor@pharma.com]
Bcc: Stewart, John H. (US)[John.H.Stewart@pharma.com]
From: Mallin, William
Sent: Wed 5/30/2012 9:20:17 AM
Subject: May 2012 Updated Purdue Committee Charters
Purdue Committees Binder May 2012.ppt

Attached find the current listing of Purdue Committee Charters updated as of May 2012.

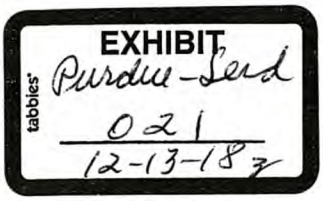
On the front page of each charter you will find the current date of revision and, at the end of the document, a complete history of revisions.

Please distribute as appropriate, especially to those who chair committees within your respective organization(s).

As always, changes will be made as needed. Thank you for your input and support to keep these up to date.

Regards,

Bill



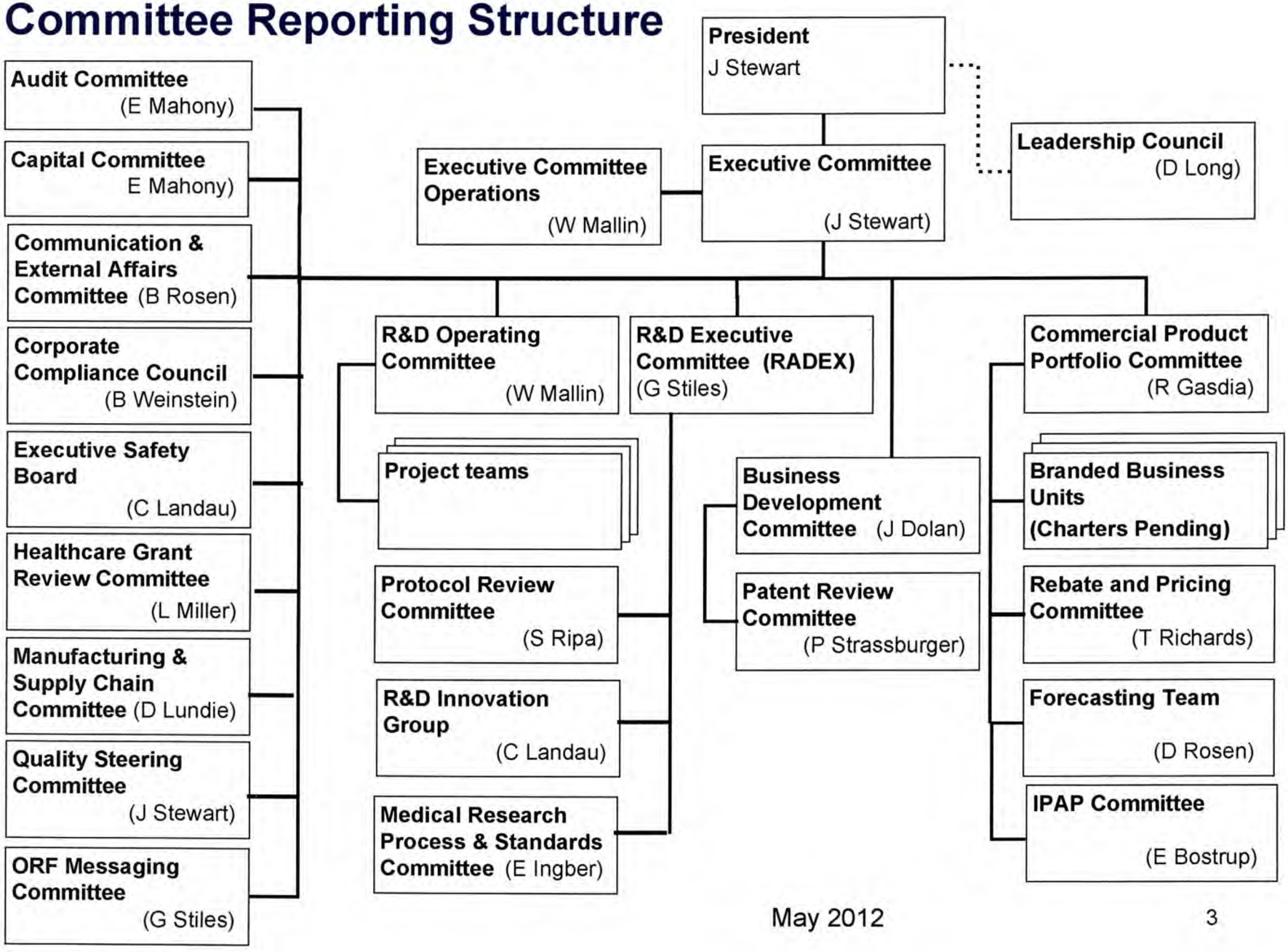
Produced Natively

Purdue Committees

William Mallin May 2012

Contents

Committee Reporting Structure



May 2012

Contents

Executive Committee

Charter

Under the direction of the Board, the Executive Committee is the primary governance and decision-making body at Purdue. The Executive Committee sets overall product and organizational direction and strategy (including identifying new therapeutic areas to enter, product development and acquisition opportunities to pursue and significant changes to business processes), and devises and oversees processes to manage critical events. Regularly reviews and provides input on the decisions and directions being recommended/taken by a specified group of subsidiary committees

Members

- President CEO (Chair) - J Stewart
- Executive Vice President Counsel to Board - S Baker
- Sr Vice President Human Resources - D Long
- Executive Vice President Chief Financial Officer - E Mahony
- Vice President Sales & Marketing - R Gasdia
- Sr Vice President Licensing/Business Development - J Dolan
- Vice President Strategic Planning & Program Management - W Mallin
- CMO & VP R&D Innovation, Clinical & Medical Affairs - C Landau
- Vice President Technical Operations - D Lundie
- Vice President Compliance - B Weinstein
- Sr Vice President Research & Development - G. Stiles
- General Counsel - R. Abrams, R. Silbert, P. Strassburger (rotation)

April 2012

Executive Committee

Decision rights

1. Decides product portfolio strategy and informs relevant committees and Board
   - Internal product development – Discovery, Research & Development
   - External product acquisition – Business Development
2. Identifies, prioritizes and sequences initiatives required to improve Purdue's operational effectiveness
3. Determines any review, action or approval required by any reporting committee including:
   - Decisions on product pricing, launch plans, rebating strategies and late stage (Phase IV) programs as recommended by Commercial Product Portfolio Committee
   - Decisions on the targets to pursue due diligences and term sheet/negotiation parameters recommended by Business Development Committee
   - Decisions on Communications and External Affairs Committee programs and Strategies
   - Corrective/preventative actions recommended by Quality Steering Committee
   - Corrective/preventative actions recommended by Corporate Compliance Council
   - Decisions on manufacturing and supply chain strategy recommended by Manufacturing & Supply Chain Committee
   - Decisions on capital outlays recommended by Capital Committee
4. Determines any review, action or approval required by a functional area, including compensation, succession planning, facilities management
5. Conducts regular "portfolio certification" consisting of a review of all internal project valuations and status

Meetings

- Every second month, 2-hour duration
- Additional meetings as required by events

Executive Committee Operations (ECO)

Charter

Subsidiary committee of Executive Committee, focused on providing high level direction on key day to day operational issues, and communicating this direction to all Executive Committee members and other key functional areas. Monitors progress of critical initiatives and implements actions necessary to ensure target milestones and outcomes are met

Members

- President, CEO - J Stewart
- Executive Vice President, Chief Financial Officer - E Mahony
- Vice President Sales & Marketing - R Gasdia
- Vice President Strategic Planning & Program Management (Chair) - W Mallin
- CMO & VP R&D Innovation, Clinical & Medical Affairs - C Landau
- Sr Vice President LBD -J Dolan
- VP Manufacturing - D. Lundie
- Sr Vice President Research & Development - G Stiles
- Sr Vice President Human Resources - D Long
- General Counsel (rotation) - R. Abrams, R. Silbert, P. Strassburger

Decision rights

1. Decides/directs key day-to-day operational issues

Meetings

- Every Tuesday, 7:30 to 8:30 AM

May 2012

Leadership Council

Charter

The Purdue Pharma Leadership Council is committed to making Purdue a better, different and more engaging workplace while simultaneously improving its operational effectiveness. The Leadership Council Charter is to address selected processes within the company and to identify overarching business-related processes and/or policies that would benefit from the study and recommendations for change/refinement, then presenting these findings and/or recommendations to the CEO and Executive Committee. The Council may be allocated resources or budget from the Executive Committee to implement a process improvement, or the improvement may be implemented via the Continuous Improvement Team. The CEO or the Executive Committee may assign a specific issue or the Council at other times be self directed. In either case, the opportunities identified should have considerable impact and be multi-disciplinary and multi-departmental in nature.

Additionally, the Council will have three operating principles:

1. Leadership Development: Members of the Leadership Council will enhance their personal development through interaction with the executive committee. Members should gain insight into various aspects of the Purdue organization and should benefit from participating in the Executive Committee business and strategic planning process. Leadership Council members should develop other future leaders in the organization by engaging them in specific operational activities, and mentoring them as appropriate.
2. Operational effectiveness: The Leadership Council can evaluate initiatives for operational improvements, evaluate and prioritize recommendations based on organizational impact and potentially select key future leaders to implement prioritized recommendations as development opportunities.
3. Communication: Through the interactions with the organization the leadership council should identify any opportunity to enhance communication or impart knowledge across the organization.

Leadership Council

Members

- Highly regarded individuals selected by the CEO, in consultation with the Executive Committee
- Membership is based on individual merit with a focus on leadership, innovation, business-building capability, and a desire to affect positive changes for the workplace
- Members to be drawn from a broad range of disciplines and management levels across the organization with maximum number of eight and a maximum term of up to two years
- Chairperson will be rotated every two months and will be nominated by team
- Membership to remain small with rotation beginning in second year
- Executive sponsorship and perspective by the SVP, HR

Decision rights

The Leadership Council will develop an analysis of the positive and problematic aspects of any given process, develop a recommendation solution and then present the recommendation to J Stewart or the Executive Committee. If there is a role for the Leadership Council in implementing solutions, this should be spelled out. Budget will be made available to fund research, investigation and implementation.

Meetings

- Monthly council meetings (1.5-2 hour sessions)
- Meetings scheduled and convened by chairperson
- Agenda released at least one week prior to meeting
- Typical Agenda may include:
  - Message from the President
  - Update on status of current activities/initiatives (Council Achievement [Metrics] Report)
  - Relevant business updates
  - Guest presentation (internal department(s), external speaker)
  - New business for consideration (sourced from council members, Exec Committee, or others)
- Smaller ad hoc operational meetings as needed
- Post-meeting minutes released within one week

Contents

Charters of committees reporting into the Executive Committee

Audit Committee

Charter

Continuously monitors and improves Purdue's financial reporting and internal financial controls. In this effort the committee works proactively with Purdue management, outside auditors, Internal Audit and outside subject matter experts. The committee reports its findings and activities to the President and CEO via regular meeting minutes and face-to-face meetings . Updated Charter attached:

Audit Committee Charter

Members

- Executive Vice President, Chief Financial Officer (Chair) - E Mahony
- Executive Vice President Counsel to Board of Directors - S Baker
- Vice President Corporate Compliance - B Weinstein
- Executive Dir Controlled Sub Act Compliance - J Crowley
- Vice President Corporate Security - M Geraci

Decision rights

- The Audit Committee approves or makes recommendations related to:
  1. Annual Internal Audit plan
  2. Appointment of external auditors
  3. External audit fees
  4. Accounting policies, accounting treatment of major transactions and changes to accounting policies
  5. Significant accounting matters requiring judgement or interpretation of accounting rules
- The Committee monitors open audit recommendations to ensure timely implementation

Meetings

March 23rd
June 1st
August 18th
December 1st

Jan 2011

Business Development Committee

Charter

Governs Purdue's external product portfolio strategy (Purdue Pharma Business Strategy, April 2012) as agreed to with the Executive Committee and Board, through the identification and evaluation of new product opportunities and the execution of acquisition, in-licensing and out-licensing strategies

- Sets priorities for in-licensing & acquisition targets in line with Purdue Business Strategy
- Directs and maintains the opportunities screening process
- Oversees due diligence processes through the Licensing Review Team (LRT)
- Manages out-license agreements pertaining to the company's IP and platform technologies
- Approves in licensing product valuation and deal terms & structure
- Supports LBD presentation of opportunities, analysis and terms to Board and all Independent Associated Companies, as needed

Members

Sr Vice President Licensing/Business Development (Chair)	- J Dolan
President, CEO	- J Stewart
Executive Vice President, Chief Financial Officer	- E Mahony
Vice President Sales & Marketing	- R Gasdia
Chief Medical Officer & Vice President R&D Innovation, Clinical & Medical Affairs	- C Landau
Vice President Intellectual Property Counsel	- P Strassburger
Vice President Strategic Planning & Program Management	- W Mallin
Sr Vice President Research & Development	- G Stiles
Executive Medical Director	- B Meltzer
Vice President Regulatory Affairs	- T Baumgartner

May 2012

Business Development Committee

Decision rights

1. Search / screen opportunities per the Purdue Pharma Business Strategy, April 2012
2. Decides which disease areas and therapeutic areas to prioritize
3. Decides the targets within a therapeutic area upon which to conduct Level 2 & 3 due diligence
4. Directs LB&D in the drafting of term sheets and negotiation of commercial terms

Meetings

- Monthly; 1 to 3 hour duration
- Prepare and distribute to members 48 hours in advance of meeting agenda of projects and opportunities to be reviewed with supporting documentation
  - Agenda to include:
    1. Update from screening team on new leads/ screening in process
    2. For products under review, Level I Assessment - Target Product Profile containing high level sales, costs, product profile, commercial proposition, regulatory status, and recommended action *[See attached sample]*
    3. For products advanced to Level II – More detailed Target Product Profile with further detail on development timelines and cost, detailed regulatory assessment, etc.
    4. For products in due diligence, Level III - Due diligence summary
- Final 30 minutes of each meeting reserved to agree on and review action plans
- Chair has ongoing responsibility to inform Executive Committee members of any material developments in the identification or screening of targets

New Licensing Process Flow

Level 1 LRT	Level 2 LRT expands to include IP & Finance. Commercial & R&D inputs through LRT.	Level 3 Full DD Team. Inputs managed through LRT.
Deliverables **•Opportunity Summary** **•Strategic Fit (relative to TPP)** **•Commercial:** – Market Size (secondary market data) – Sales Potential (counterparty's representation) – Market Exclusivity – Promotion: GP or specialty? Commercialization hurdles – Unmet therapeutic need? – Health Economic considerations **•Development:** – Demonstration of POC (counterparty's representation) – Remaining Development Activities / Cost – Purdue's capacity to develop (e.g. resources, competencies) – Potential Launch Year – "First in Class" / "Best in Class" – Key Development / Regulatory Risks – Potential for differentiation – Investment Required (counterparty's representation) **• IP**	**Deliverables added** **•Commercial** – Refined Market Size – Epidemiology Data – Patient Demographic trends – Preliminary Market Research (e.g. KOL panel) – # target physicians / initial promotional spend estimate – Preliminary in-house Sales Potential Assessment – Presumed / expected access with MCOs **•Development** – Technical Assessment – Review and summarize clinical / pre-clinical data – Refine remaining development activities / cost / launch year – Key Development / Regulatory Risks – Differentiation Index **•IP Opinion** **•Financial Analysis (NPV, P&L, Tornado chart)**	**Deliverables added** **•Commercial** – Quantitative Market Research – MCO research / refined Health Economics **•Development:** – Full Due Diligence report: **•Coordination with ex-US Associated Companies** **•Manufacturing Due Diligence** **•Updated financial analysis** **•IP Due Diligence as needed** **•Draft Term Sheet**
150 Opportunities	**25 Opportunities**	**6-12 Opportunities**

Capital Committee

Charter

- Continuously improves the evaluation and approval of capital projects process
- Ensures that the capital projects SOP is rigorously followed ensuring that requests for capital include: sound business rationales, evaluations of alternatives (for example, make vs. buy and buy vs. lease), rigorous bidding, efficient execution, and expert consultation and advice
- Ensures proactive reporting of project progress and postmortem of major capital projects
- Reviews and recommends to the President the appropriateness of significant capital proposals
- Ensures that Purdue's overall capital spending is in line with industry benchmarks in terms of cost and quality

Members

- EVP CFO (Chair) - E Mahony
- SVP Human Resources - D Long
- VP CIO - L Pickett
- VP Mfg & Supply Chain - D Lundie

Decision rights

The Capital Committee approves or makes recommendations related to:

1. The annual capital plan
2. The long term capital plan and the appropriateness of capital proposals
3. Limits of authority for capital approvals
4. Standard operating procedure and policy

Meetings

April 14th
August 26th
August 31st

March 2009

Commercial Product Portfolio Committee

Charter

Responsible for the success of the company's commercialized products through the oversight of activities including brand support, forecasting, inventory planning, supply chain management, resource allocation across product lines and product life cycle management

Reporting committees that elevate issues, plans and activities to this committee include:

- Branded Business Units
- Forecasting Team
- Rebating & Pricing Committee
- Sales & Operations Committee (Forecasting & analytics, Brand Management, National Accounts & Trade Relations and Supply Chain/Inventory Planning body)

Members

Vice President Sales & Marketing (Chair)	- R Gasdia
Executive Vice President, Chief Financial Officer	- E Mahony
Chief Medical Officer & VP Clinical, Medical & Regulatory	- C Landau
Group Executive Director, Marketing	- M Innaurato
Executive Director, Sales Force	- W Fisher
Sr Executive Director Supply Chain	- J Zerillo
Associate General Counsel	- L Steiner
Vice President Technical Operations	- D Lundie

Jan 2011

Commercial Product Portfolio Committee

Decision rights

1. Commercial launch plans and informs Executive Committee Operations
   - including positioning, messaging, S&P, P&L and call allocation
2. Strategic plans for each brand and informs ExCom
   - including positioning, messaging, S&P, P&L and call allocation
3. Life cycle management of each brand and informs ExCom
   - line extensions, new strengths, new generation dosage forms, packaging changes, manufacturing transition plans
4. Recommends to ExCom what late stage (Phase IV) programs should be pursued
5. Recommends to ExCom product pricing and rebating strategies
   - WAC pricing, price increases, Managed Care rebates, GPO bids, Gov. bids, FFS contracts
6. Product forecasting / inventory planning and informs ExCom Operations and Manufacturing & Supply Chain Committee

Meetings

- Meetings twice per month, (2nd & 4th Tuesday)
- Ad Hoc as required

Communications & External Affairs Committee

Charter

Shapes the public face of Purdue through identification and development of policy positions for the company to advocate and/or support (e.g., prescription monitoring programs, programs to establish Rx PATROL®, etc). The committee oversees and coordinates all activities related to external affairs and communication as aligned with company priorities. The committee shapes core messages for external audiences, including media, healthcare professionals, patient organizations, and local, state and federal officials. The committee syndicates communications strategy across all relevant internal functions to obtain buy-in, to ensure consistency, and to communicate core messages to employees

Members

- Vice President Federal Gov't Affairs (Chair) - B Rosen
- Vice President, Health Policy - D Haddox
- Vice President State Government & Public Affairs - A Must
- Sr Director Public Affairs - J Heins
- Ex Director Managed Market Strategies & Sales - T Richards
- Vice President Associate General Counsel - R Abrams
- Vice President Corporate Security - M Geraci
- Ex Director Healthcare Alliance Development - P Bennett

Decision rights

1. Builds a consensus across appropriate internal functions, and makes recommendations to the Executive Committee on the company's position and proposed actions regarding:
   - public policy issues before Federal and State Government entities
   - key external issues facing the company
   - media and public affairs strategies
   - enhancement of Purdue's overall corporate reputation
2. Decides on core messages to be delivered to external audiences and reports to Executive Committee on a quarterly basis

Meetings

- Weekly meetings. Additional meetings held as often as necessary when important issues or challenges arise
- Chair to prepare agenda and circulate in advance of meetings
- Chair to record action items and key decisions for distribution to committee members and stakeholders after each meeting
- Chair to ensure clear lines of communication are maintained with Association Coordination Team to ensure consistent strategies are adopted

Corporate Compliance Council

Charter

Pursuant to Purdue's Corporate Integrity Agreement, the Council "shall support the Compliance Officer in fulfilling his/her responsibilities, in the analysis of risk areas and overseeing monitoring of internal and external audits and investigations." Reviews all investigations having FDA or Federal Healthcare program impact, together with other significant matters, compliance risks, and audits and monitoring activities.

Considers input from various other compliance committees, including Reportable Events Committee, Sales & Marketing, Manufacturing & Supply, Quality, and other functional compliance committees

Members

- Vice President Corporate Compliance (Chair) - B Weinstein
- Executive Vice President Chief Financial Officer - E Mahony
- Vice President Sales & Marketing - R Gasdia
- Chief Medical Officer & VP Clinical, Medical & Regulatory - C Landau
- Vice President Health Policy - D Haddox
- Associate General Counsel - L Steiner
- Ex Director, Sales Force - W Fisher
- Vice President Regulatory Affairs - T Baumgartner
- Sr Vice President, Human Resources - D. Long
- Vice President Chief I Officer - L Pickett

Decision rights

VP Corporate Compliance reports to the President regularly, and to the Board of Directors on a quarterly basis, the results of Council and other compliance meetings

Meetings

- Meets quarterly and as needed

Summary only – not intended to modify existing documents or practices

Executive Safety Board

Charter

Governs the identification, evaluation, planning and implementation of strategies to reduce product related risk. Responsible for

- approving all safety risk management decisions
- monitoring safety documentation including Development Risk Management Plans (D-RMP), RiskMAPs and REMS
- overseeing the activities of the Safety Management Team which is responsible for owning the content of the safety documentation and recommending changes; monitoring plan execution and progress; and reporting outcomes
- communicating with key business stakeholders (e.g., BBUs) as appropriate

Members

- CMO & VP R&D Innovation, Clinical & Medical Affairs (Chair) - C Landau
- Ex. Medical Director, Drug Safety & Pharmacovigilance - F Monteagudo
- Vice President Regulatory Affairs - T Baumgartner
- Ex Director, Risk Management - P Coplan
- *Ad hoc* members as necessary (e.g. Law, QA, Compliance, etc)

Decision rights

1. Considers and/or decides upon recommendations made by the "Safety Management Team" for issues related to safety / risk management
2. Escalates unresolved issues and reports on all significant decisions to the President and the Executive Committee
3. Approves Development Risk Management Plans (DRMP), RiskMAPs and REMS documentation

Meetings

- The Executive Safety Board meets monthly
- One week prior to each meeting the Chair will prepare and circulate an agenda
- Any documentation for discussion at a meeting – including proposed safety documentation, reports on outcomes, or regulatory communications – shall be circulated with the agenda
- The Chair will prepare and circulate a record of decisions and action items after each meeting

Healthcare Grant Review Committee

Charter

Responsible for collecting, evaluating, providing disposition and reporting of all grant requests received by Purdue and donations from Purdue that relate to educational, scientific and other initiatives that contribute to the improved healthcare. Such requests may include Healthcare-related:

- Educational Grants
- Scholarships and awards
- Advocacy initiatives
- Charitable financial contributions
- Product donations
- In-kind contributions

Members

V=Voting Member

- Executive Director, HC Education & Liaison Programs (V) (Chair)- L Miller
- Associate Medical Director, Medical Research (V) - J Green
- Senior Manager, Corporate Compliance (V) - R Middleton
- Executive Director, Healthcare Alliance Development (V) - P Bennett (Non-Ed grants only)
- Associate Director, Medical Education - S Tomaska
- Coordinator (s) and Manager, Medical Education - R Boyd, J Koenig and T Toth
- Senior Assistant General Counsel - P Mendelson

Decision Rights

- Follows relevant HGRC SOP
- Decides grant deposition
  - Full funding/support
  - Partial funding/support
  - Decline funding/support
  - Defer (for internal or external information, or other reasons)
- Distributes HGRC reports and informs Executive Committee and all relevant functions

Meetings

- Meetings occur as designated by the Chairperson (usually weekly)
- Two weeks prior to each meeting a grant review packet is circulated to committee members
- A meeting decision report is communicated within 3 days to all members and internal interested parties and posted on SharePoint, along with monthly and quarterly reports
- A quarterly report for all Healthcare Grants/Donations is provided to the Finance Department

Manufacturing & Supply Chain Committee

Charter

Provides cross functional communication/input/decision making in support of all manufacturing and supply chain related operations from development through commercial production. Also provides functional leadership oversight for the functions associated with developing, transferring, validating, producing, testing and distributing commercial product in a financially justified manner

Members

Core members – attend monthly meetings:

- Vice President, Technical Operations (Chair) - D Lundie
- Executive Director, Supply Chain Sales & Marketing - (TBD)
- Sr Executive Director Supply Chain - J Zerillo
- Executive Director Project Planning & Management - D Richiger
- Director SAP Development & Support - E Goodman

Extended members – attend quarterly meetings:

- Vice President Plant Operations - R Shamblen
- Director Information Technology - H Kenney
- Director SAP Development Support - E Goodman
- Sr Director Human Resources - M Tighe
- Sr Director Central Engineering - F DeMarinis
- Vice President Corporate Compliance - B Weinstein
- Director Controlled Substance Act Compliance - J Crowley
- Sr Director Environmental, Health & Safety - P Heyl
- Controller, Manufacturing & Supply Chain - N Davis
- Vice President Corporate Security - M Geraci
- Other *ad hoc* attendees as deemed necessary by the Chair

Jan 2011

Manufacturing & Supply Chain Committee

Decision rights

1. Monitors delivery of primary business objectives and major project milestones within M&SC
2. Defines strategic plan of M&SC as it relates to the Strategic Manufacturing Group (SMG) requirements and 5 year business plan
3. Recommends capital projects in excess of $250,000 for approval to the Capital Committee and Strategic Manufacturing Group
4. Oversees and makes decisions regarding all M&SC related aspects of the following:
   - Batch schedule planning
   - Customer service and customer Key Performance Indicators (KPIs)
   - Major contractual terms with third party suppliers and vendors
   - Operational performance of major suppliers
   - Inventory levels
   - Launch requirements
   - Headcount planning and labor requirements
   - Recruitment of leadership positions
   - Overall operational compliance as it relates to Quality, Regulatory, EHS, DEA matters, Security, HR policy and CIA requirements
5. Recommends product site sourcing decisions
6. Reviews and makes recommendations on due-diligence and product acquisitions to Commercial Product Portfolio Committee or Strategic Manufacturing Group as appropriate
7. Recommends M&SC budget. Reviews and makes recommendations on cost control, cost saving and financial KPI's within M&SC. Approves all unbudgeted requests impacting financial plan across all operational areas in M&SC
8. Recommends major technology initiatives or business proposals within MSC to Commercial Product Portfolio Committee

Manufacturing & Supply Chain Committee

Meetings

- Core meetings held monthly
- Quarterly meetings incorporate extended membership
- Annual off-site meeting held for strategic review, team building and possibly reaching out to partner groups
- Agendas prepared in advance incorporating two types of agenda items
  - Items for committee decision/recommendation (e.g. budget, Totowa plan)
  - Department update as it relates to M&SC (e.g. Quality update)
- Presenters are expected to forward presentation materials in advance to an IT shared drive
- Meetings last 3 to 6 hours depending on agenda and member availability (half or full day)
- Minutes are taken reflecting agreed actions
- Members operate to a 'code of meeting conduct' with mutual respect of ideas and inputs. Attendees are expected to attend the full meeting (if requested) and not work on computer or have repeated absences or calls during the meeting. Members are expected to disseminate information from the meeting to their departments as deemed appropriate

OxyContin Messaging Committee

Charter

- Ensure that there are sufficient data, approaches, and messaging externally to enable OxyContin to remain the branded ER oxycodone product well beyond 2013

Members

Sr Vice President Research & Development (Chair)	- G Stiles
Vice President Associate General Counsel	- R Abrams
Vice President Regulatory Affairs	- T Baumgartner
Exec Director Risk Management & Epidemiology	- P Coplan
Sr Director Public Affairs	- J Heins
Chief Medical Officer & VP R&D Innovation, Clinical & Medical Affairs	- C Landau
Vice President State Government & Public Affairs	- A Must
Director Marketing	- M Ronning
Vice President Federal Gov't Affairs	- B Rosen
Exec Director Alliance Management, OxyContin Project Leader	- B Weingarten

Decision rights

The ORF Messaging Committee approves actions and recommendations related to OxyContin, specifically

1. Publication strategies
2. Patents
3. Settlements/Transactions
4. Regulatory Actions

Meetings

- Weekly Meetings
- Agendas distributed day before meeting to be current with emergent issues
- No minutes

May 2012

Quality Steering Committee

Charter

Provides (1) senior leadership oversight and direction for the management of GxP quality systems for Purdue and the US independent associated companies; and (2) oversight of Quality Improvement programs.

Reviews (1) performance against established Quality metrics; (2) identified risks and mitigation programs in order to maintain sustainable GxP Compliance; (3) comments / feedback from regulatory inspections and direct appropriate responses and actions; and (4) changes in regulatory requirements and /or trends and the impact on existing programs, systems and procedures.

Ensures resourcing for Quality programs and initiatives is sufficient to deliver sustainable compliance.

Core Members

▪ President and CEO (Chair)	- J Stewart
▪ Vice President, Technical Operations	- D Lundie
▪ Vice President, Strategic Planning & Program Mgmt.	- B Mallin
▪ Vice President, Regulatory Affairs	- T Baumgartner
▪ Vice President, Corporate Compliance	- B Weinstein
▪ Vice President, R&D	- G Stiles
▪ Executive Director Tech. Regulatory Affairs	- D Jurgens
▪ Associate General Counsel	- L Steiner
▪ Plant Manager (Wilson)	- J Fox *(interim basis)*
▪ Director, Pharm Tech Services	- G Sparta
▪ Sr. Executive Director, Supply Chain	- J Zerillo
▪ Head of Quality Operations	- J Northington
▪ Sr. Director, Corporate Quality Assurance	- A Stockalis
▪ Director, Quality (Rhodes Technologies)	- S Yates
▪ Administrative Associate V (Admin Support)	- A Oliveira

May 2012

Quality Steering Committee

Decision rights

1. Updates on corrective/preventative actions to resolve significant quality system related risks and informs relevant functions.
2. Recommends to relevant functions corrective/preventative actions to resolve quality system related risks.

Meetings

- Meetings are scheduled on a quarterly basis in Stamford and via LiveMeeting (teleconference) with a duration of 2 hours.
- The committee is briefed on (1) proposed Quality Strategy and Program (systems, procedures, processes) Modifications; (2) review of risks and performance; (3) direction on prioritization of Programs and Initiatives; (4) alignment of Quality Vision and Programs; and (5) metric review and revision.

Research & Development Operating Committee

Charter

Governs the progression of drug development programs by executing on strategies for internal development and discovery research as set by the Executive Committee and Board. In particular, directs and monitors the work of Project Teams on drug development programs, tracks performance against plans/budget, and provides scientific and medical oversight to those programs

Members

- Sr Vice President Research & Development - G Stiles
- CMO & VP R&D Innovation, Clinical & Medical Affairs - C Landau
- Vice President Strategic Planning & Program Management (Co-Chair) - W Mallin
- Vice President Technical Operations - D Lundie
- Executive Medical Director - S Harris
- Executive Director, Medical Affairs - B Martell
- Director Clinical Research - M Moline
- Vice President Regulatory Affairs - T Baumgartner
- Vice President Discovery - D Kyle
- Executive Director, Risk Management - P Coplan
- Executive Director, Regulatory Affairs - R Fanelli
- Executive Director, Medical Research Operations - M Katz
- Project Leaders/Clinical Leaders/Others *(listed)*
  - Project Leaders - A Albright, B Burke, G Sylvestre, B Weingarten
  - Clinical Leaders/Medical Directors/Others J Green, S Ripa, D Steiner, X Ning, W Wen C George, A Spinetti, D Richiger, L Tavares, J Lowne, R Gasdia, L Silva, J Dailey, J Zerillo, K Zuklie, B Berger, R Mannion, J Northington, G Whiteside, J Giordano, J Kelly, D Pollock, R Ben-Joseph, R Glanzman

May 2012

Research & Development Operating Committee

Decision rights

1. Approves project deliverables as recommended by Project Teams and informs Executive Committee
   - Project Charters
   - Target Product Profiles (TPPs)
   - Strategic Development Plans (SDPs) and revisions
   - Go/No-Go Recommendations
   - Differentiation Indices
2. Approves revisions to budgets, staffing, milestones or development plans and informs Executive Committee (where revisions are material)
3. Decides operational priorities and resource conflicts

Meetings

- Monthly meetings, 3 hour duration
- Each project is allotted 10-30 minutes to provide updates and a standard template will be used.
- Project updates, TPPs, PDPs, Gantt charts and budgets to be submitted in advance of meeting:
  - ≥ 3 days in advance (i.e. 12 noon on Monday in advance of Thursday meeting for presentation materials)
- Committee may request in-depth project reviews and technical or operational reviews which may include:
  - Project deliverables
  - Proposed changes to timelines and baseline dates
  - Proposed new work, including clinical and nonclinical studies
  - Requests for budget
  - Specific issues, including changes in competitive analysis, assessment of technical and regulatory risks and other development considerations

Research & Development Executive Committee (RADEX)

Charter

The primary governance and decision-making body for R&D.

Members

▪ Senior Vice President Research & Development(Chair)	- G Stiles
▪ Chief Medical Officer & Vice President R&D Innovation, Clinical & Medical Affairs Medical & Regulatory	- C Landau
▪ Vice President Strategic Planning & Program Management	- W Mallin
▪ Executive Medical Director	- S Harris
▪ Vice President Regulatory Affairs	- T Baumgartner
▪ Vice President Discovery	- D Kyle
▪ Executive Director, Risk Management	- P Coplan
▪ Executive Director, Medical Research Operations	- M Katz
▪ Sr Administrative Associate I	- E Agro
▪ Group Executive Director – Marketing	- M Innaurato
▪ Sr Director, HR & EEO Comp. Off.	- K Laurel
▪ Executive Director, Pharmaceutical & Analytical Development	- R Mannion
▪ Vice President, CIO	- L Pickett
▪ Treasurer	- S Shum
▪ Vice President, Intellectual Property Counsel	- P Strassburger
▪ Senior Director, Human Resources (ad hoc)	- M Tighe
▪ Executive Medical Director, Medical Affairs	- B Martell
▪ Executive Director, Health Economics & Outcomes Research	- R Ben-Joseph
▪ Head of Clinical Research	- R Glanzman

Research & Development Executive Committee (RADEX)

Decision rights

Develop and articulate R&D's strategic plan and ensure it is aligned with company goals.

Develop, articulate and manage operational excellence plan for developmental pipeline from target identification to end of life of product (appropriate delegation of responsibility to Research Operations Committee).

Review and approve all drug development advancements from stage to stage: Development candidates, IND, PH1 — PH4, and Life Cycle Management plans.

Facilitate the creation of approaches, SOP's and mechanisms, to enhance the efficacy, speed and safety of the drug development process. (Be a cross-functional problem-solving forum.)

Develop and provide the R&D opinion on new areas of research to be investigated, new compounds to be entered into development, new company's or programs to be acquired from the outside.

Manage and track the R&D budget and R&D headcount.

Develop and provide to ECO for approval a prioritization of pipeline projects.

Provide a forum for issues identified by any member of RADEX as needing cross-functional assessment and decision-making.

Develop and approve yearly metrics to be measured and acted upon by each component of R&D.

Develop and oversee plans and programs for leadership development, career ladder opportunities, and senior level promotions within R&D.

Final decision-making body for all issues related to R&D.

Meetings

Monthly meetings, 4 hour duration

Research & Development Innovation Group

Charter

- R&D Innovation serves as a multidisciplinary forum to discuss, access novel opportunities, facilitate collaborations, alliances, and acquisitions that extend Purdue's pipeline of targets, drug candidates, enabling technologies and service models to extend Purdue's presence as a fully-integrated pain management company.
- The focus is on new opportunities in pain and related therapeutic areas as outlined in Purdue's Business Strategy
- Executive Director, R&D Innovation will be the chair of the forum.
- R&D Innovation is responsible for designing a focused, efficient, and nimble process for identifying, evaluating, and recommending opportunities that will be driven by the over-arching Purdue Business Strategy, consistent with R&D's vision.
- Metrics for measuring performance to be built into the process

Members

- Revised New Charter Update
  - Executive Director, Risk Management & Epidemiology - P Coplan,
  - Sr. Executive Director, Licensing & Business Development - A Downs
  - Executive Medical Director, Medical Research - S Harris
  - Group Executive Director, Marketing - M Innaurato
  - Vice President, R&D Portfolio Development - R Kaiko
  - Chief Patent Counsel, General Counsel - A Koller
  - Vice President, Discovery - D Kyle
  - CMO & VP, R&D Innovation, Clinical & Medical Affairs (Chair) - C Landau
  - Executive Director, Pharmaceutics & Analytical Development - R Mannion
  - Executive Director, R&D Innovation - B Meltzer
  - Director Medical Research Operations - L Silva

May 2011

Research & Development Innovation Group

Decision rights

Maintain and advance a portfolio of drug and non-drug product opportunities in line with Purdue's comprehensive analgesic plan and over-arching business strategy.

Identify, evaluate, pursue opportunities that are either new to Purdue Pharma or pre-POC that can extend the pipeline beyond the limitations of the existing internal core competencies.

Present novel opportunities that have been well-vetted by R&D Innovation to the commercial organization and LBD for later stage product development.

Meetings

Innovation Forum meetings will be held on a regular schedule (~2X per month) to vet opportunities, track progress and make meaningful decisions about prioritization and attainment of value-driving , risk-reducing milestones in our projects.

Meeting agendas, action items, innovation knowledge, research, insights, market drivers and opportunity records will be maintained in a central repository.

Contents

Charters of other committees

Association Coordination Team

Charter

Bring together key departments, whose responsibilities include interacting with associations, to share relevant information and insights in order to maximize coordination and support corporate objectives (commercial and non-commercial) through:

- Prioritizion of national associations
- Prioritizion of States
- Development and ensuring consistency of key messages to associations
- Tracking and reporting on the corporation's association spend

Governs the Association Coordination Tactical Sub-team which is responsible for coordinating and tracking all funded activities by departments that interact with associations

Members

- Executive Director of Healthcare Alliance Development (Chair) - P Bennett
- Vice President State Government and Public Affairs - A Must
- Vice President Health Policy - D Haddox
- Executive Director of Healthcare Education & Liaison Programs - L Miller
- Executive Director Product Management - G Bock/C DiDomenico
- Executive Director National Accounts and Trade Relations - S Seid
- Executive Medical Director Medical Affairs - B Martell
- National Director, Managed Care - L Noack
- Senior Director Public Affairs - J Heins
- Associate Director of Healthcare Alliance Development - K Tiller

Decision rights

1. Decides on association priority tiers, state priorities, and relevant coordinated association messaging.

Meetings

- Prior to each meeting the Chair circulates the agenda together with any supporting material.
- Minutes are provided in a timely manner after each meeting.
- Meets monthly January through June, every other month August through December, and as needed.
- In addition, once a year a one day meeting may occur with additional stakeholders to discuss, in depth, each association.
- National associations are prioritized and states are evaluated and prioritized based on commercial and non commercial needs and issues at least once a year and re-evaluated as needed.

Contract Development and Compliance Committee

Charter

- Manages contract negotiation, implementation, compliance and measurement of performance
- Develops and maintains working processes and documentation that reflects contract development and compliance work
- Ensures adherence to Purdue rebating and pricing strategies
- Designs and implements an audit program across accounts that contract with Purdue
- Evaluates ROI by account and identifies variance to budget performance; updates RPC on performance against goals
- Fosters positive customer relationships through attentive customer interaction
- Recommends to RPC revised or new contracting strategies to optimize return on rebate budget

Members

Core

Sr Director, Contracts (Chair)	- C Ostrowski
Customer Segment Managers	- TBD
National Director, Managed Care	- L Noack
Sr Manager, Contracts	- A Graziano
Manager, Government Contracts	- TBD
Director, Finance	- K Christensen
Asstistant Manager, Marketing Analytics	- C Mason
Sr Assistant General Counsel	- P Mendelson

Extended

- Account Executives

Decision rights

- Within strategy, negotiates contracts in a timely manner, updating RPC and senior management as necessary
- In collaboration with RPC, develops and proposes annual forecast for rebate budget
- Decides which accounts to audit on an annual basis; decides course of action to address issues identified in audit
- Proposes new terms and conditions that strengthen contract incorporating customer feedback
- Determines best data sources to use for customer account planning and performance tracking
- Creates/updates working processes for contract development, negotiation, implementation, and monitoring

Meetings

- Meetings should occur no less frequently than once monthly
- Meeting agenda and materials to be distributed three or more business days prior to meeting
- Meeting minutes should be circulated within 48 hours of meeting; edits should be returned within 48 hours of receipt
- Chairperson determines whether it is necessary to convene a meeting or arrive at decision via email
- Quorum for meeting is 75% of core members

Jan 2011

Forecasting Team

Charter

Responsible for generating product and market forecasts, offering market insight, conducting market research and providing analytic support to:

- The Commercial Product Portfolio Committee and its subsidiary committees regarding current in-line commercialized products
- The Business Development Committee and its subsidiary committees regarding the assessment of new opportunities and new markets
- The Finance function regarding financial planning
- The Manufacturing function regarding product and labor planning
- The Marketing function regarding product forecasting

The Team's deliverables and priorities are determined by the Commercial Product Portfolio Committee, in consultation with the relevant functional leaders

The Team will work with all stakeholders on an ongoing basis to reach a common understanding of appropriate assumptions, reporting cadence and report format

Members

- Director, Forecasting, Analytics and Market Research (Chair) - D Rosen
- Associate Director, Forecasting & Analytics - T Gadski
- Asstistant Manager, Forecasting & Analytics - A Thakkar

Decision rights

1. Provides forecasts, analysis and recommendations to Commercial Product Portfolio Committee, Business Development Committee and various sub-committees and functions as directed

Meetings

- As a working team, does not hold formal meetings
- Attends and reports to various committee meetings as and when directed

March 2009

Foreign Filing Committee

Charter	Reviews all provisional and foreign applications that are approaching the twelve-month and/or thirty-month national stage deadline, and renders decisions on where these specific applications should be filed worldwide These decisions are based on key elements, including inventors and other participants' direct knowledge of the cases; outcomes of previously-filed applications of the same nature; present and future stability of countries being considered for filing, including market, patent system in place, cost versus worth analysis, etc.; and particular queries regarding the research and development of each case
Members	▪ Comprised of participants from the U.S., U.K. and Germany and generally includes attorneys, colleagues from the business & development, and inventors ▪ Discussions are led by a member of Purdue's Patent Group (Dr. Alan Koller).
Decision rights	1. Decides whether and where to draft and file patent applications in foreign jurisdictions and informs General Counsel
Meetings	▪ Meetings are generally held on a bi-monthly basis and generally include applications that are approaching deadlines within three to six months ▪ Each case is allotted ten to fifteen minutes for discussion and analysis ▪ A review of the decisions made during the meeting is conducted between the attorney(s) and the meeting coordinator before finalized instructions are sent to both domestic and foreign counsel

March 2009

Investment Committee

Charter

1. Develops and maintains Defined Benefit Plan Objectives and Guideline Policy; recommends long term asset allocation strategy to President/CEO; conducts proper due diligence in selection of Investment Manager; and monitors investments and investment performance
   - Defined Benefit Plan objectives include: real growth through total return on principal and income, preservation of assets and minimization of risk through appropriate diversification
2. Develops and maintains Define Contribution Plan Investment Policy; provides participants investment education opportunities through administrator; and provides access to investment diverse choices
   - Defined Contribution Plan Objectives include: provide participants the opportunity to save for retirement, defer taxable income and select from investment categories with different risk and reward characteristics.

Members

- EVP Chief Financial Officer (Chair) - E Mahony
- EVP Counsel to Board of Directors - S Baker
- SVP Human Resources - D Long

Decision rights

1. Make manager and investment allocation recommendations for the Defined Benefit plans.
2. Make manager and investment option decisions for the Defined Contribution plans.
3. Terminate/Hire Investment Manager and Custodian for Defined Benefit Plans.
4. Terminate/Hire Administrator and Custodian for Defined Contribution Plan.

Meetings

- Meets at a minimum annually with plan investment advisors and administrators to review plan performance and decide upon any recommended changes to the plans
- Other communications include: published meeting minutes and quarterly updates on both the Defined Benefit and Defined Contribution Plan's investment performance prepared by Purdue's Treasury group

March 2009

IPAP Committee

Charter

The primary role of the IPAP Committee is to oversee the operations of Purdue's Individual Patient Assistance Program (IPAP) in accordance with the established Business Rules. This oversight includes:

- Establishing and monitoring the business rules and reviewing and recommending changes as warranted.
- Monitoring legislation and healthcare trends and assessing the impact on the program.
- Implementing and conducting cross functional audits of ESI every two years.
- Monitoring, investigating and minimizing lost shipments with the support of Corporate Security.
- Facilitating the application/dispensing process where needed between ESI and the patient.
- Monitoring ESI's Key Performance Indicators (KPIs) to ensure applicants and existing patients receive a high level of customer service.
- Monitor product utilization trends and detect and prevent fraud, waste and abuse.
- Monitoring appeals process to ensure compliance with business rules.
- Evaluating ESI's cost and effectiveness and rebid the program as warranted.

Members

Executive Director – State Govt. Affairs	- P Bennett
Executive Director – Finance (Chair)	- E Bostrup
Associate Director – Customer Service	- L Watson
Senior Director – Medical Services	- M Kwarcinski
Executive Director – Managed Markets Strategies & Sales	- T Richards
Associate General Counsel - Legal	- L Steiner

- Note: Dr. David Haddox, Alan Must & Burt Rosen are extended members and are kept abreast of program changes.

Decision rights

- Approve/Recommend to CPPC Business Rule changes.
- Approve/Recommend to CPPC new features to enhance the program (e.g., IVR, Outbound Calls For Rejections).
- Approve/Recommend to CPPC Annual Budget proposal.
- Approve/Recommend to CPPC new products proposal.
- Appeal decisions (Financial/Individual Circumstances).
- Approve/Recommend patient/physician removal from program after obtaining input from Legal and Corp. Security departments

Meetings

- Committee meets on an as needed basis. At least quarterly.
- Quarterly Business Review meetings with ESI. Review KPIs, overall program status, lost shipments and any program enhancements/proposals.
- Provide the CPPC and CEAC with an annual "State of the Program and Budget Update."

April 2012

Medical Research Process & Standards Committee

Charter

Reviews and approves, in concept, medical research standard operating procedures (SOPs) and working process documents (WPDs)

Reviews and approves, processes and standards that affect Medical Research across functions, including but not limited to the clinical protocol authoring and review process, clinical data standards, and Project Requirements Plan-related issues (ie, attachment to project Scope of Services)

Members

▪ Scientific Communications (Chair)	- E Ingber
▪ Biostatics	- C Munera
▪ Clinical Data Management	- C Micklus
▪ Clinical Operations	- L Silva
▪ Clinical Pharmacology	- S Harris
▪ Clinical Research	- S Ripa
▪ Clinical Systems	- C Willmer
▪ Corporate QA	- A Vento
▪ Drug Safety & Pharmacovigilance (Medical)	- A Yurenev
▪ Drug Safety & Pharmacovigilance (Operations)	- K Pitts
▪ Risk Management/Premarketing Safety Assessment	- P Coplan

A representative from Regulatory Affairs will be identified to participate at meetings when relevant topics are discussed. Guests and ad hoc members of other functional disciplines will be invited to participate as applicable to the topics under discussion.

Jan 2011

Medical Research Process & Standards Committee

Decision rights

1. Decides whether to approve, in concept, Medical Research SOPs and documents
2. Decides whether to approve processes and standards that affect medical research across functions

All decisions (eg whether to turn away items for review; approval of documents) require unanimous acceptance by the standing members of the committee or their designees, either at meetings or by email

Meetings

- Meets monthly (4th Monday of each month, if possible)
- At least one week before each meeting, the administrator will send out an email asking for agenda items. The meeting will be cancelled if there are no agenda items
- For critical topics, ad hoc meetings can be called or committee review/approval of documents can be undertaken by way of email
- Minutes of each meeting will be posted on the committee folder in SharePoint within 10 days of the meeting
- Committee decisions will be posted on SharePoint, with the corresponding approved document(s) or link(s) to the approved documents also provided. In addition, an email announcement of the approval will be sent to all Medical Research staff.

Non-Healthcare Donation Review Committee

Charter

Responsible for the collection, evaluation, and disposition of all requests received by Purdue that relate to non-healthcare donations. Non-healthcare donations include requests for funding, branded or non-branded items, or in-kind services to be provided to municipal, civic, arts, or law enforcement organizations

Donation requests that relate to the education and/or medical treatment of healthcare professionals, patients, or caregivers, or are in support of healthcare institutional initiatives, are reviewed separately by the Healthcare Grant Review Committee

Members

▪ Senior Director, Corporate Communications (Chair)	- M Spiegel
▪ Vice President, Corporate Security	- M Geraci
▪ VP Facilities and Administrative Services	- D Lenkowsky
▪ Vice President State Government and Public Affairs	- A Must
▪ Vice President Federal Government Affairs	- B Rosen
▪ Senior Director Public Affairs	- J Heins
▪ Executive Director Healthcare Alliance Development	- P Bennett

Decision rights

Decides whether to grant non-healthcare-related requests

April 2011

Non-Healthcare Donation Review Committee

Meetings

- All documentation required for grant review is collected in the online database.
- Certain committee members are responsible for different categories of requests:
  - Senior Director, Corporate Communications: Category Owner for Culture & the Arts, Education, Civic & Community Development, and Environment
  - Senior Director, Public Affairs: Category Owner for Drug Abuse Prevention
  - VP, Corporate Security: Category Owner for Law Enforcement
- Category owner reviews grant request and makes recommendation as to whether it should be approved (and in what amount) or rejected. If the grant request is $1,000 or less, he or she handles the approval or rejection directly and informs the rest of committee of the decision.
- If the grant request is more than $1,000, the Category Owner sends an e-mail to the rest of the committee describing the grant, giving his or her recommendation, and requesting a vote via "reply all" to the e-mail within two business days. If a clear majority decision is reached through this vote, the Category Owner replies to the grant requestor accordingly, handling all necessary paperwork if the grant is approved.
- If any member of the committee raises a concern about the grant request, discussion ensues either by e-mail, teleconference, or meeting until a mutually agreeable decision is reached.

Order Monitoring System Committee

Charter

Ensures a comprehensive interdisciplinary effort to comply with the Drug Enforcement Administration's ("DEA") rules and regulations and enhance our systems, review and vigilance in the area of suspicious order monitoring. Purdue has developed an Order Monitoring System ("OMS") to create a detailed and appropriate assessment process of selected accounts, including its authorized distributor customers and some of their retail customers. The assessments are utilized to consider the need for follow up action and to support our authorized distributors in their own order monitoring programs and in their efforts to "know their customers".

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Members

▪ VP, Assoc. Gen Counsel (Chair)	Robin Abrams
▪ Ex Dir CSA Compliance	Jack Crowley
▪ Ex Dir National Accounts	Steve Seid
▪ VP Corp Security	Mark Geraci
▪ Dir Investigations	Luis Bauza
▪ Attorney, ADD program	Joan Zooper
▪ CSA Compliance (Secretary)	Gina Limer

Decision rights

- Decides which accounts need further due diligence analysis, which accounts to discuss with our authorized distributors, when to conduct OMS Site visits, and when to report a particular account or order to the DEA as suspicious. The OMS Committee has the authority to stop shipments to both wholesale and retail accounts.

Meetings

- Meetings are convened quarterly and as required.

March 2009

Pandemic Planning Committee

Charter

Primary planning body for the development of Purdue's Pandemic Planning Program that achieves three goals in the event of a business interruption:

- to protect the health of employees
- to continue to manufacture and ship key products and
- to maintain compliance with applicable regulatory requirements

Members

- Sr Vice President Human Resources - D Long
- Executive Vice President, Chief Financial Officer - E Mahony
- Vice President Health Policy - D Haddox
- Vice President Facilities & Administrative Services - D Lenkowsky
- Senior Director, Public Affairs - J Heins
- Associate General Counsel - A Neuman
- Senior Director, Corporate Security - G Faber
- Senior Director, Environment Health, & Safety - P Heyl (Chair)
- Associate Director, Health, Alliance & Development - K Tiller
- Senior Director, Security Operations - R Widup
- Associate Director Security - D Arenovski
- Senior Environment Health & Safety Coordinator II - G Doria
- Associate Director, Benefits Administrator - L Kusinski
- Senior Director, Corporate Communications - M Spiegel
- Chief Technology Officer, TSO Production - S Rayda

Decision rights

1. Recommends amendments to the Pandemic Plan to SVP, HR

Meetings

- The Committee now meets on an as-needed basis
- Meetings are typically arranged 1-2 months in advance to assure member availability
- Meetings are typically 1-1 ½ hours in duration
- An agenda is made available prior to each meeting

Jan 2011

Patent Review Committee

Charter

Reviews all new invention disclosures received from Purdue employees, including scientists in Discovery research and formulation fields, as well as in non-clinical and clinical areas. Invention disclosures from Mundipharma, Napp and Rhodes are also reviewed by representatives of those companies. Purpose of the review is to determine whether new patent applications should be drafted and to prioritize application drafting.

Members

Purdue:

- Associate General Counsel (Chair) - A Koller
- President, CEO - J Stewart
- Vice President, Intellectual Property Counsel - P Strassburger
- Associate Director, Information Research - J Baker
- Senior Executive Director, Licensing & Business Development - A Downs
- Group Executive Director, Marketing - M Innaurato
- Associate General Counsel - R Inz
- Vice President, Research & Development Portfolio Development - R Kaiko
- Executive Director, Licensing & Business Development - A Kraft
- Assistant General Counsel - R Kreppel
- Vice President, Discovery - D Kyle
- Chief Medical Officer & Vice President Clinical, Medical & Regulatory - C Landau
- Senior Director, Pharmaceutics - R Mannion
- Patent Agent - M Fundytus
- Meeting Coordinator, Paralegal - E Adams

Maiwald:

- Patent Attorney - D Buhler
- Patent Attorney - D Vos

Jan 2011

continued on next page ...

Patent Review Committee

Members (cont'd)

Mundipharma:

- Executive Director - C Leuner
- Deputy Managing Director - P Maurer
- Head of European Pharmac, MRG - A Oksche
- European Research & Development, MRG - K Reimer
- GmbH Representative - C Stein

Napp:

- Director of European Technical Develop - D Prater
- Pharmaceuticals Representative - R Milnes
- Pharmaceuticals Representative - S Nelson

Rhodes:

- VP, Chief Tech Officer - R Kupper

Decision rights

1. Decides whether to file a patent application for each new invention disclosure, taking into account the feasibility and level of company interest for the invention
2. Decides the level of priority (levels 1-5) to be assigned to each new application
3. Decisions for each company are made by representatives of that company

Meetings

- Meetings held quarterly
- Several days prior to each meeting, the meeting coordinator distributes an agenda with a copy of each new invention disclosure
- At the meeting each invention disclosure is discussed in turn, with input invited from all attendees
- The meeting coordinator keeps minutes of the decisions made by the committee, and follows up with the Chair after each meeting to ensure that appropriate actions are taken

Political Action Committee

Charter

Encourages protection of democracy and the free enterprise system in the United States, to protect and preserve constitutional institutions, to further the interests of Purdue Pharma Inc. ("PPI") and its employees and shareholders, the interests of Purdue Pharma L.P. ("PPLP") and its employees, and to promote good citizenship through personal and financial participation in the elective process

Empowered to solicit and accept voluntary contributions from employees or stockholders of PPI and their families and the employees of PPLP and their families. Not all employees are eligible to make contributions. Eligibility is restricted based on grade level as determined primarily by the Human Resources Department

Members

▪ Chair	Robin Abrams
▪ Treasurer	Brad Griffin
▪ Secretary	Alan Must
▪ Members of Candidate Selection Committee	Robin Abrams, Brad Griffin, Alan Must, David Haddox, and Burt Rosen

Decision rights

1. Decides the level of contributions made to support the nomination or election to federal, state or local elective public office in a primary, general, or special election and who are believed to be in good general agreement with the purposes as described in the charter above

Meetings

- Meetings are convened as required

March 2009

Promotion Review Committee

Charter

To provide a broad-based review of promotion recommendations and other salary band assignment issues to support fair and consistent administration across all functional areas of the Company.

Members

- Executive Director, Compensation & Benefits - D Van Tornhout (Chair)
- Sr. Director, Human Resources & EEO Compliance Officer - K Laurel
- Sr. Director, Human Resources - J Pettit
- Sr. Director, Human Resources - M Tighe

Decision rights

1. Reviews promotional recommendations and other salary band assignment issues for exempt positions below the Vice President level.
2. Approves where supported
3. When recommendation not supported, additional information will be sought and/or additional discussions will be held with proposing manager.

(Note: Technical career ladder and non-exempt promotional considerations are managed by Generalist in conjunction with Compensation Department.)

Meetings

- Alternative Thursdays, typically, 1 hour duration
- Each proposed promotional action or salary band assignment issue is presented by the HR Generalist representing the business function
- Supplemental information provided by Compensation Department

Protocol Review Committee

Charter

Reviews and approves a variety of documents related to the conduct of clinical trials:

- study design documents
- protocols
- protocol amendments
- protocol administrative changes completed via the protocol amendment procedure

The focus of the committee's review is the major components of the document (e.g. study design, inclusion/exclusion criteria, efficacy variables, statistical analyses, etc.) and not template language

Members

- Ex Med Director Clinical Research (Chair) - S Ripa
- Director, Biostatistics - C Munera
- Ex Med Director, Clinical Pharmacology - S Harris
- Director, Clinical Operations - L Silva
- Ascte Director, Data Management - C Micklus

Decision rights

1. Decides whether to approve study design documents, protocols, protocol amendments and protocol administrative changes completed via the protocol amendment procedure

Meetings

- Documents for review and approval are submitted by their owners (Clinical Leader or designee) to the Chair for scheduling and review at an upcoming meeting
- Meets as frequently as needed to review proposals received
- Meeting duration is dictated by the complexity of the document under review. Members decide if the proposal is sufficient for approval voting. If not, the functional area resubmits document incorporating committee recommendations. If an impasse is reached and PRC recommended changes are not made, the document will not be approved by PRC. Approval is contingent upon approval from all disciplines represented

Rebating and Pricing Committee

Charter

- Develops Purdue rebating and pricing (list, price increases, discounts) strategies for product portfolio across customer segments and proactively seeks approval for rebating and pricing components from CPPC
- Achieves rebate budget goals; proposes actions to address negative variance
- Develops and maintains forecasts and latest estimates that reflect revenue contribution and rebate payments by segment
- Defines in advance metrics and measurements for all contracting across customer segments
- Ensures timely communication flows among committees, functions, and senior management, as appropriate
- Updates CPPC quarterly regarding performance against goals

Members

Core

- Exec Director, Market Strategies (Chair) - T Richards
- Group Executive Director, Marketing - M Innaurato
- Executive Director of Treasury - E Bostrup
- Associate General Counsel - L Steiner

Extended

- Customer Segment Managers, Brand Management, D Rosen, L Noack, C Ostrowski, A Must, W Fisher

Decision rights

- Decides rebate budget on annual basis and makes appropriate changes to rebate budget during year
- Acts to address variances to rebate budget
- Formulates contracting strategies by customer segment for the Purdue prescription product portfolio
- Recommends price decisions to CPPC
- Decides whether to contract with specific customer segments and/or customers
- Reviews and approves proposals from CDCC regarding rebate forecast, contract terms and conditions, data sources and uses, and enhancements to working processes

Meetings

- Meetings should occur no less frequently than once monthly
- Meeting agenda and materials to be distributed three or more business days prior to meeting
- Meeting minutes should be circulated within 48 hours of meeting; edits should be returned within 48 hours of receipt
- Chairperson determines whether it is necessary to convene a meeting or arrive at decision via email
- Quorum for meeting is 75% of core members

April 2011

Regulatory Decision Team (Product Issue Evaluation & Market Action Determination)

Charter

A group that reviews Purdue marketed product issues and determines if a market action is required and, if so, recommends the appropriate action (i.e., Stock Recovery, Market Withdrawal, or Product Recall)

Members

Regulatory Decision Team

- Vice President Regulatory Affairs *(chair)* - T Baumgartner
- Chief Medical Officer & Vice President Clinical, Medical & Regulatory - C Landau
- Senior Director Corporate QA Compliance - A Stockalis
- Associate General Counsel - L Steiner

Regulatory Decision Action Team

- Sr Director, Corporate QA *(chair)* - A Stockalis
- Executive Director, Risk Management - P Coplan
- Vice President Regulatory Affairs - T Baumgartner
- Executive Medical Director, DSP - F Monteagudo
- Executive Director, National Accounts & Trade Relations - S Seid
- Marketing Product Manager - TBD
- Executive Director Medical Services - M Kwarciinski
- Associate Director, Customer Service - L Watson
- Assistant Director, Corporate QA - C Pamelard
- Associate General Counsel - L Steiner
- Executive Director, Supply Chain Management - J Zerillo
- Senior Director, Manufacturing QA or Supplier QA - TBD
- Regulatory Affairs Manager, affected product - TBD
- Senior Director, Public Affairs - J Heins

Regulatory Decision Team
(Product Issue Evaluation & Market Action Determination)

Decision rights

1. Evaluation of information regarding any product complaint, quality investigation, out of specification results, and the Medical, Legal and Regulatory impact of thei issue; and to initiate further investigation into the situation as required
2. Based on this evaluation, recommend appropriate action (i.e. Stock Recovery, Market Withdrawal, or Product Recall)

Meetings

- As needed – product issue driven

Alphabetical Index of Committees

History of Revisions

6/23/09 – Added D. Long to Compliance Committee, removed M. Fletcher from R & D Ops, removed M. Fletcher from list of VP's. (Mallin)

6/25/09 – Added Rebating & Pricing Committee (RPC) & Contract Development & Compliance Committee (CDCC) (Richards)

7/20/09 – Added revised Leadership Council Charter (Long)

7/22/09 – Updated Political Action Committee (Abrams)

7/23/09 – Added Order Monitoring System Committee (OMS) (Abrams)

8/03/09 – Added IPAP Committee (Bostrup)

11/11/09 – Added Todd Baumgartner to Corporate Compliance Council , R & D Ops, Quality Steering Committee (Mallin)

- Added P. Coplan to R & D Ops, Executive Safety Board (Mallin)

3/24/10 – Added M. Nyilas to R & D Operating Committee (Mallin)

4/02/10 – R&D Operating Committee

- Added Project leaders/Clinical leaders/others
- Project Leaders - A Albright, B Burke, G Sylvestre, B Weingarten
- Clinical Leaders - J Green, D Keohane, S Ripa
- Others - V John, D Lundie, J Zerillo, L Steiner, K Zuklie
- Removed Executive Session section
- Added Decision Rights section

5/27/10 – Healthcare Grant Review Committee: Updated committee member names, added donation language, quarterly report and SharePoint posting (by LCM)

6/16/10 – Added P Bennett to CEAC

- Added L Pickett to Corp Compliance Council
- Replaced D Keohane with M Nyilas PAG
- Updated Manufacturing & Supply Chain membership
- Updated Audit Committee Charter

6/23/10 – Added M Katz to R&D Operations Committee

History of Revisions

7/13/10 – Added J. Dolan to Executive Committee Operations (ECO)

8/25/10 – Added D. Lundie to Commercial Products Portfolio Committee (CPPC)

- Added W. Mallin to Business Development Committee (BDC)
- Removed K. Schady from Executive Committee and Quality Steering Committee (QSC) (from Comm Structure Page 3)
- Removed K. Schady from R&D Ops
- Replaced R. Popp with J. Lowne R&D Ops

9/17/10 - Replaced K. Schady with J. Stewart for QSC Chair on Committee Structure Page 3 & 25.

1/20/11 – Revised Research & Development Committee membership.

1/24/11 – Removed/added to the following:

- K. Christensen replaced C. Brady Contract Dev & Compliance Comm pg 32
- L. Watson replaced C. Brady – IPAP Comm pg 36
- S. Kovary – removed from Quality Steering Comm pg 25
- M. Geraci replaced D. Long (acting) Non-Healthcare Donation Rev Committee pg 39
- H. Glarbo removed from Patent Review Comm pg 44
- D. Lundie & D. Long added to Exec Comm pg 5
- N. Davis and M. Geraci added to Manufacturing & Supply Chain Comm as extended members pg 22
- E. Goodman added to Manufacturing & Supply Chain Comm as core member pg 22
- S. Rayda replaced J. Malatestinic from Pandemic Planning Comm pg 42
- Commercial Product Portfolio Committee – revisions to Charter, Decision rights, Meetings pg 16
- M. Geraci added as member to Audit Comm pg 11

11/3/11 – QSC membership revision pg. 25

5/31/12 Updates: Committee Reporting Structure p.3, Executive Committee p. 5, Executive Committee Operations p.7, Leadership Council p.8, Business Development Committee p.12, Quality Steering Committee p.26, R&D Ops p.28, RADEX p.30, Association Coordination Team p.35, Association Coordination Tactical Sub-Team (removed), IPAP p. 40, PAG (removed), R&D Innovation Group (New Charter) p. 32, OxyContin Messaging Committee (New Charter) p.25